

EXHIBIT 1

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

**Re: Docket Nos. 1069, 1121, 1132, 1195, 1209,
1243, 1259 & 1260**

**OMNIBUS ORDER APPROVING FIRST INTERIM FEE
APPLICATIONS OF CERTAIN OF THE DEBTORS' PROFESSIONALS**

Upon consideration of the first interim fee application (the “First Interim Fee Application”) of certain professionals (collectively, the “Professionals”), a list of which is attached hereto as **Exhibit A**, retained by the above-captioned debtors and debtors in possession (collectively, the “Debtors”) in these chapter 11 cases, for allowance of compensation and reimbursement of expenses on an interim basis; and Direct Fee Review LLC (the “Fee Examiner”) having filed a

The Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

final report (collectively, the “Fee Examiner’s Report”) with respect to each Professional; and it appearing to this Court that all of the requirements of sections 327, 328, 330, 331 and 503(b) of title 11 of the United States Code, as well as rule 2016 of the Federal Rules of Bankruptcy Procedure and rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware, have been satisfied; and it further appearing that the compensation earned and expenses incurred were reasonable and necessary; and that the notice of the First Interim Fee Application was appropriate; and the Fee Examiner having no objection to the relief requested herein, as certain of the Professionals have voluntarily reduced their fees or expenses or reached the agreements memorialized in the Fee Examiner’s Report, as applicable; and after due deliberation and sufficient good cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The First Interim Fee Application is hereby APPROVED, on an interim basis, with respect to the amounts set forth on Exhibit A, attached hereto.
2. The Professionals are granted interim allowance of compensation in the amounts set forth on Exhibit A, attached hereto.
3. The Professionals are granted, on an interim basis, reimbursement of reasonable and necessary expenses in the amounts set forth on Exhibit A, attached hereto.
4. The Debtors are authorized and directed, as provided herein, to remit, or cause to be remitted, payment to the Professionals in the amounts set forth on Exhibit A, attached hereto, less any and all amounts previously paid on account of such fees and expenses.
5. This Order shall be deemed a separate order for each Professional and the appeal of any order with respect to any Professional shall have no effect on the authorized fees and expenses of any other Professional.

6. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

EXHIBIT A

Franchise Group, Inc.
Case No. 24-12480 (LSS)
Summary of Interim Fee Applications

Professional & Role in Case	Interim Compensation Period & Interim Fee Application	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Expense Adjustments	Interim Fees Approved	Interim Expenses Approved
Young Conaway Stargatt & Taylor, LLP, Co-Counsel to the Debtors	11/3/24 – 1/31/25 D.I. 1121, 1132	\$1,528,071.00	\$619.50	\$28,967.52	\$264.00	\$1,527,451.50	\$28,703.52
Ernst & Young LLP, Tax, Accounting, and Valuation Services to the Debtors	11/3/24 – 1/31/25 D.I. 1121	\$390,375.00	\$3,575.00	\$0.00	\$0.00	\$386,800.00	\$0.00
Petrillo Klein + Boxer LLP, Special Counsel to the Debtors	11/3/24 – 1/31/25 D.I. 1121, 1195	\$1,065,234.50	\$6,912.00	\$946,222.50	\$0.00	\$1,058,322.50	\$946,222.50
Kroll Restructuring Administration LLC, Administrative Advisor to the Debtors	11/3/24 – 1/31/25 D.I. 1121	\$17,494.80	\$0.00	\$0.00	\$0.00	\$17,494.80	\$0.00
Deloitte & Touche LLP, Independent Auditor to the Debtors	11/3/24 – 12/31/24 D.I. 1121	\$452,318.50	\$2,524.00	\$1,881.88	\$0.00	\$449,794.50	\$1,881.88